

OTCQB Certification

I, William A. Marshall, Chief Financial Officer of Authentidate Holding Corp. ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (check one):

- ☒ Company is registered under Section 12(g) of the Exchange Act
- ☐ Company is relying on Exchange Act Rule 12g3-2(b)
- ☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- ☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- ☐ Company is reporting under Section 15(d) of the Exchange Act.
- ☐ Other (describe) _____

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of January 27, 2016 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Becker & Poliakoff, LLP

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

Hayden IR

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
Please see attached Supplement		

Date: 1-27-2016

Name of Certifying CEO or CFO: William A. Marshall

Title: Chief Financial Officer



Signature: /s/ William A. Marshall
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Authentidate Holding Corp.
Supplement to OTCQB Certification
Dated: January 26, 2016

The following table sets forth the information requested by the OTC Markets Group concerning the composition of the Board of Directors and the identity of the Executive Officers and Control Persons of Authentidate Holding Corp. (the “Company”) as of the date of the application.

Name	Birth Date	Home Address	Number of Shares Beneficially Owned	% Shares Beneficially Owned
Roy A. Beauchamp	January 1, 1945	8354 Roxborough Loop Gainesville, VA 20155	0	< 1.0%
Ian C. Bonnet, CEO and Director	December 31, 1969	345 Hurst Bourne Lane Johns Creek, GA 30097	27,778	< 1.0%
Todd A. Borus	March 27, 1973	7169 SE Evergreen Highway Vancouver, WA 98664	11,776	< 1.0%
Mustafa Chagani	June 9, 1964	211 Summer Gate Court Rosenberg, TX 77469	2,222	< 1.0%
William P. Henry, Interim Chief Strategy Officer and Director	January 5, 1967	2 Stone Castle Drive Methuen, MA 01844	0	< 1.0%
Marc Horowitz	November 3, 1959	6175 Massive Peak Circle Castle Pines, CO 80108	0	< 1.0%
Charles C. Lucas III	August 6, 1962	1923 Queens Road Charlotte, NC 28207	556	< 1.0%
J. David Luce	May 18, 1961	3144 Casseekey Island Rd. Jupiter, FL 33477	130,391	< 1.0%
Ronald C. Oklewicz	February 24, 1947	11927 Triple Crown Road Reston VA 20191	3,242	< 1.0%
Varinder S. Rathore, MD	March 9, 1971	845 2 nd Avenue, # 8B NY, NY 10017	4,262	< 1.0%
William A. Marshall, Chief Financial Officer	September 6, 1952	2 Stone Castle Drive Methuen, MA 01844	31,656	< 1.0%
Lazarus Investment Partners, LLP Justin Borus, Manager (5% Stockholder)		3200 Cherry Creek So. Dr. Suite 670 Denver, CO 80209	927,786	19.1%

The following table sets forth the information requested by the OTC Markets Group concerning the composition of the Company's executive management team, Board of Directors and Control Persons anticipated following the closing of the transaction between Authentitude Holding Corp. and Peachstate Health Management LLC, d/b/a Aeon Clinical Laboratories.

Name	Birth Date	Home Address	Number of Shares Beneficially Owned	% Shares Beneficially Owned
Company Officers				
Richard Hersperger, Chief Executive Officer	November 17, 1959	12209 Linshan Drive No. Huntingdon, PA 15642	38,321	< 1.0%
William A. Marshall, Chief Financial Officer	September 6, 1952	2 Stone Castle Drive Methuen, MA 01844	31,656	< 1.0%
William P. Henry, Chief Operating Officer	January 5, 1967	2 Stone Castle Drive Methuen, MA 01844	0	< 1.0%
Chairman/Chairwoman				
Hanif A. Roshan	June 23, 1963	4420 Benefield Road Braselton, GA 30517	335,311	5.8%
Board of Directors				
Roy A. Beauchamp	January 1, 1945	8354 Roxborough Loop Gainesville, VA 20155	0	< 1.0%
Mustafa Chagani	June 9, 1964	211 Summer Gate Court Rosenberg, TX 77469	2,222	< 1.0%
William P. Henry	January 5, 1967	2 Stone Castle Drive Methuen, MA 01844	0	< 1.0%
Richard Hersperger	November 17, 1959	12209 Linshan Drive No. Huntingdon, PA 15642	38,321	< 1.0%
Marc Horowitz	November 3, 1959	6175 Massive Peak Circle Castle Pines, CO 80108	0	< 1.0%
Charles C. Lucas III	August 6, 1962	1923 Queens Road Charlotte, NC 28207	556	< 1.0%
Ronald C. Oklewicz	February 24, 1947	11927 Triple Crown Road Reston VA 20191	3,242	< 1.0%
Varinder S. Rathore, MD	March 9, 1971	845 2 nd Avenue, # 8B NY, NY 10017	4,262	< 1.0%
Hanif A. Roshan	June 23, 1963	4420 Benefield Road Braselton, GA 30517	335,311	5.8%
Lazarus Investment Partners, LLLP Justin Borus, Manager (5% Stockholder)		3200 Cherry Creek So. Dr., Suite 670 Denver, CO 80209	927,786	15.6%